

**UNITED STATES OF AMERICA
Before The
OFFICE OF THRIFT SUPERVISION**

In the Matter of:

DENNY F. ROUSE,

**Former
Institution-Affiliated Party
of:**

**First Federal Savings and
Loan Association of Englewood
Englewood, Florida**

RE: OTS Order No. DAL-96-04

Dated: February 12, 1996

**STIPULATION AND CONSENT TO ENTRY
OF ORDER OF PROHIBITION**

WHEREAS, the Office of Thrift Supervision ("OTS"), based upon information derived from the exercise of its regulatory responsibilities, has informed Denny F. Rouse ("Rouse"), former institution-affiliated party of First Federal Savings and Loan Association of Englewood, Englewood, Florida , OTS No. 6304 ("Englewood" or the "Institution"), that the OTS is of the opinion that grounds exist to initiate an administrative prohibition proceedings against Rouse pursuant to Section 8(e) of the Federal Deposit Insurance Act ("FDIA"), 12 U.S.C. § 1818(e).¹

WHEREAS, Rouse desires to cooperate with the OTS to avoid the time and expense of such administrative litigation and, without admitting or denying that such grounds exist, or the statements and conclusions of the OTS, but admitting the statements and

1. All references in this Stipulation and Consent and the Order of Prohibition to the U.S.C. are as amended.

conclusions in Paragraph 1 below, hereby stipulates and agrees to the following terms:

1. Jurisdiction.

(a) Englewood, at all times relevant hereto, was a "savings association" within the meaning of Section 3(b) of the FDIA, 12 U.S.C. § 1813(b), and Section 2(4) of the Home Owners' Loan Act ("HOLA"), 12 U.S.C. § 1462(4). Accordingly, Englewood was an "insured depository institution" as that term is defined in Section 3(c) of the FDIA, 12 U.S.C. § 1813(c).

(b) Rouse is deemed to be an "institution-affiliated party" of Englewood as that term is defined in Section 3(u) of the FDIA, 12 U.S.C. § 1813(u), having filed a Notice of Change in Control ("Notice") for Englewood with the OTS on or about December 2, 1992.

(c) Pursuant to Section 3(q) of the FDIA, 12 U.S.C. § 1813(q), the OTS is the "appropriate Federal banking agency" with jurisdiction to maintain an enforcement proceeding against institution-affiliated parties. Therefore, Rouse is subject to the authority of the OTS to initiate and maintain prohibition proceedings against him pursuant to Section 8(e) of the FDIA, 12 U.S.C. § 1818(e).

2. OTS Bases of Proceeding. The OTS is of the opinion that: on or about December 2, 1992, Rouse, among others, filed the Notice with the OTS. Rouse made two false certifications in the Notice, failing to disclose that he had been subject to a Stipulation and Consent Order for a \$10,000 civil money penalty by the Office of the Comptroller of the Currency on December 28, 1987. Rouse also

failed to disclose in the Notice that consulting fees from one of his co-applicants had been a significant source of income for him beginning in 1991 and for the entire year 1992. As a result of his actions, Rouse: (1) engaged in violations of law and OTS regulations or breached his fiduciary duty of honesty to Englewood; and (2) Englewood suffered a financial loss or he received a financial benefit or other gain; and (3) the violations of law and OTS regulations or breach of fiduciary duty demonstrates personal dishonesty or willful and/or continuing disregard by Rouse for the safety and soundness of Englewood.

3. Consent. Rouse consents to the issuance by the OTS of the accompanying Order of Prohibition ("Order"). He further agrees to comply with its terms upon issuance and stipulates that the Order complies with all requirements of law.

4. Finality. The Order is issued by the OTS under the authority of Section 8(e) of the FDIA, 12 U.S.C. § 1818(e). Upon its issuance by the Regional Director or designee for the Midwest Region, OTS, it shall be a final order, effective and fully enforceable by the OTS under the provisions of Section 8(i) of the FDIA, 12 U.S.C. § 1818(i).

5. Waivers. Rouse waives the following:

(a) the right to be served with a written notice of the OTS's charges against him (referred to as a Notice of Intention to Prohibit) (see Section 8(e) of the FDIA);

(b) the right to an administrative hearing of the OTS's charges against him (see Section 8(e) of the FDIA); and

(c) the right to seek judicial review of the Order, including,

without limitation, any such right provided by Section 8(h) of the FDIA, 12 U.S.C. § 1818(h), or otherwise to challenge the validity of the Order.

6. Indemnification. Rouse shall neither cause nor permit Englewood (or any successor institution, holding company, subsidiary, or service corporation thereof) to incur, directly or indirectly, any expense for any legal or other professional expenses incurred relative to the negotiation and issuance of the Order of Prohibition. Nor shall Rouse obtain any indemnification (or other reimbursement) from the Institution (or any successor institution, holding company, subsidiary, or service corporation thereof) with respect to such amounts. Any such payments received by or on behalf of Rouse in connection with this action shall be returned to Englewood (or the successor institution, holding company, subsidiary, or service corporation thereof).

7. Other Government Actions Not Affected.

(a) Rouse acknowledges and agrees that the consent to the entry of the Order is for the purpose of resolving this prohibition action only, and does not release, discharge, compromise, settle, dismiss, resolve, or in any way affect any actions, charges against, or liability of Rouse that arise pursuant to this action or otherwise, and that may be or have been brought by any other government entity other than the OTS.

(b) By signing this Stipulation and Consent to Entry of an Order of Prohibition, Rouse agrees that he will not assert this proceeding, his consent to the entry of the Order, and/or the entry of the Order, as the basis for a claim of double jeopardy in any

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pending or future proceeding brought by the United States

Department of Justice or any other Federal or state governmental entity.

8. Acknowledgment of Criminal Sanctions. Rouse acknowledges that Section 8(j) of the FDIA, 12 U.S.C. § 1818(j), sets forth criminal penalties for knowing violations of the Order.

9. Agreement for Continuing Cooperation. Rouse agrees that, at the OTS's request, on reasonable notice and without service of a subpoena, he will provide whatever discovery and testify truthfully at any deposition and at any judicial or administrative proceeding related to any investigation, litigation, or other proceeding maintained by the OTS, except that Rouse does not waive any privilege against self-incrimination under the Fifth Amendment of the United States Constitution. If Rouse invokes a privilege against self-incrimination under the Fifth Amendment of the United States Constitution with respect to any matter about which the OTS inquires or the production of any document requested by the OTS and the OTS obtains a grant of immunity pursuant to 18 U.S.C. § 6001 et seq., Rouse agrees, consistent with any such grant of immunity, to provide discovery and testify truthfully at any deposition and at any judicial, administrative, or investigative proceeding on the matter for which immunity is given.

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WHEREFORE, Rouse executes this Stipulation and Consent to Entry of an Order of Prohibition, intending to be legally bound hereby.

By:

Accepted by:
Office of Thrift Supervision

Denny F. Rouse
Denny F. Rouse

Frederick R. Casteel
Frederick R. Casteel
Midwest Regional Director

Dated: February 7, 1996

Dated: 2-12-96

* * * * *

ACKNOWLEDGMENT

State of Iowa

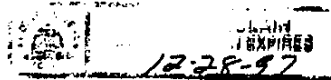
County of Polk

On this 7th day of February, 1996, before me, the undersigned notary public, personally appeared Denny F. Rouse and acknowledged his execution of the foregoing STIPULATION AND CONSENT TO ENTRY OF AN ORDER OF PROHIBITION.

Dennis McClain
Notary Public

My Commission expires:

12-28-97



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UNITED STATES OF AMERICA
Before The
OFFICE OF THRIFT SUPERVISION

In the Matter of:

DENNY F. ROUSE,

Former
Institution-Affiliated Party
of:

First Federal Savings and
Loan Association of Englewood
Englewood, Florida

RE: OTS Order No. DAL-96-04

Dated: February 12, 1996

ORDER OF PROHIBITION

WHEREAS, Denny F. Rouse ("Rouse") has executed a Stipulation and Consent to Entry of an Order of Prohibition ("Stipulation") on February 7, 1996; and

WHEREAS, Rouse, by his execution of the Stipulation, has consented and agreed to the issuance of this Order of Prohibition ("Order") by the Office of Thrift Supervision ("OTS"), pursuant to Section 8(e) of the Federal Deposit Insurance Act ("FDIA"), 12 U.S.C. §1818(e).

NOW THEREFORE, IT IS ORDERED that:

1. Rouse is prohibited from further participation, in any manner, in the conduct of the affairs of First Federal Savings and Loan Association of Englewood, Englewood, Florida, and any successor institution, holding company, subsidiary, and/or service corporation thereof.

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2. Rouse is and shall be subject to the statutory prohibitions provided by Section 8(e) of the FDIA, 12 U.S.C. § 1818(e). Due to and without limitation on the operation of Sections 8(e)(6) and 8(e)(7) of the FDIA, 12 U.S.C. §§ 1818(e)(6) and 1818(e)(7), Rouse, except upon the prior written consent of the OTS (acting through its Director or an authorized representative thereof) and any other "appropriate Federal financial institutions regulatory agency," for purposes of Section 8(e)(7)(B)(ii) of the FDIA, 12 U.S.C. § 1818(e)(7)(B)(ii), shall not:

(A) hold any office in, or participate in any manner in the conduct of the affairs of, any institution or any agency specified in Section 8(e)(7)(A) of the FDIA, 12 U.S.C. § 1818(e)(7)(A) ("Covered Institution"), including:

(i) any insured depository institution, e.g., savings and loan associations, savings banks, national banks, state banks, trust companies, and other banking institutions;

(ii) any institution treated as an insured bank under Sections 8(b)(3) and 8(b)(4) of the FDIA, 12 U.S.C. §§ 1818(b)(3) and 1818(b)(4), or as a savings association under Section 8(b)(9) of the FDIA, 12 U.S.C. § 1818(b)(9), e.g., subsidiaries and holding companies of banks or savings associations;

(iii) any insured credit union under the Federal Credit Union Act, 12 U.S.C. §§ 1781 et seq.;

(iv) any institution chartered under the Farm Credit Act of 1971, 12 U.S.C. §§ 2001 et seq.;

(v) any appropriate Federal depository institution regulatory agency, within the meaning of 12 U.S.C. § 1818(e)(7)(A)(v);

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(vi) the Federal Housing Finance Board and any Federal Home Loan Bank; and

(vii) the Resolution Trust Corporation.

(B) solicit, procure, transfer, attempt to transfer, vote or attempt to vote any proxy, consent, or authorization with respect to any voting rights in any Covered Institution;

(C) violate any voting agreement previously approved by the "appropriate Federal banking agency" within the meaning of Section 3(q) of the FDIA, 12 U.S.C. §§ 1813(q); or

(D) vote for a director, or serve or act as an "institution-affiliated party," as that term is defined at Section 3(u) of the FDIA, 12 U.S.C. § 1813(u), e.g., a director, officer, employee, controlling stockholder of, or agent for, an insured depository institution.

3. The Stipulation is made a part hereof and is incorporated herein by this reference.

4. This Order is subject to the provisions of Section 8(j) of the FDIA, 12 U.S.C. § 1818(j), and shall become effective on the date it is issued.

5. Consistent with Paragraph 9 of the Stipulation, Rouse shall promptly respond to any request from the OTS for documents that the OTS reasonably requests to demonstrate compliance with this Order.

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6. The terms and provisions of this Order shall be binding upon, and inure to the benefit of, the parties hereto and their successors in interest.

THE OFFICE OF THRIFT SUPERVISION

By:



Frederick R. Casteel
Midwest Regional Director

OR
02/07/96